FORM D



UNITED STATES 1920 SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPI	ROVAL
OMB Number:	3235-0076
Expires:	
Estimated average	e burden
hours per respons	se 16.00

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Name of Offering (check if this is an amendment and name has changed, and indicate change.)								
Private Placemen	nt of Common Stock							
Filing Under (Check b	ox(es) that apply):	Rule 504	☐ Rule 505	עיR ≥	ıle 506	☐ Section 4(6)	🗷 UI	.OE
Type of Filing:	New Filing	Amendment						
	A.	BASIC II	DENTIFICATIO	N DAT	A			
1. Enter the informa	tion requested about the iss	suer						
Name of Issuer (□ ch	eck if this is an amendmen	t and name ha	s changed, and in	dicate ch	hange.)			
Berkeley Capital	l Trust, Inc.							
Address of Executive	Offices (Nu	mber and Stre	et, City State, Zij	Code)	Telephon	e Number (Includ	ing Area	Code)
750 Battery Stre	et, 7 th Floor, San Francisc	co, CA 94111			(530) 601-2400		
Address of Principal E	Business Operations (Nu	mber and Stre	et, City State, Zij	Code)	Telephor	e Number (Includ	ing Area	Code)
(if different from Exec	utive Offices)							ខ្ព
Brief Description of B	usiness							~ <u>H</u>
Investment in re	al estate						Š	2008 DELITEDS
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□ business trust	1	-	ship, to be formed			G	‴ Q	JUN 26
			Month Ye	ar			4	5
Actual or Estimated D	ate of Incorporation or Org	ganization:	0 4 0	7	■ Actual	☐ Estimate	đ	£
Jurisdiction of Incorpo	pration or Organization:	•	etter U.S. Postal S da; FN for other f			for State:	M D	

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This Notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

1			A. BASIC IDENTIF	ICATION DATA			
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• E	ach prom	oter of the issue	er, if the issuer has been	organized within the past	five years;		
• E	ach benei	ficial owner hav	ing the power to vote or	dispose, or direct the vot	te or disposition	of, 1	0% more of a class
of	f equity s	ecurities of the i	issuer;		•		
• E	ach execu	utive officer and	director of corporate is	suers and of corporate ge	neral and manag	ging p	partners of
		issuers; and	-				
• E	ach gener	ral and managin	g partner of partnership	issuers.			
Check Box(es) that	<u> </u>	☐ Promoter	☐ Beneficial Owner	■Executive Officer	☑ Director		General and/or
Check Box(es) that	Apply:	□ Promoter	in Beneficial Owner	Executive Officer	E Director	ч	Managing Partner
Full Name (Last name	me first. i	if individual)		,			5
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	i i i						Managing Partner
Full Name (Last na	me first, i	f individual)		,			
Ryan, Dennis I	D.						
Business or Residen	ice Addre	ess (Number and	Street, City, State, Zip	Code)			
750 Battery St	reet, 7 th]	Floor, San Fra	ncisco, CA 94111				
Check Box(es) that		☐ Promoter	☐ Beneficial Owner	Executive Officer	☑ Director		General and/or
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Berkeley Advi							
Business or Residen	ice Addre	ess (Number and	Street, City, State, Zip	Code)			
516 Brunswick	c Road, C	Grass Valley, C	A 95945				
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Thomas,			ŕ												
Business or I			(Number a	•	• •	State, Zi	p Code	e)							
Name of Ass				20100, 12										·	
	nancial G	1													
States in Wh			Has Solicit	ed or Inten	ds to S	Solicit P	ırchase	ers							
(Check "	'All State	s'" or chec	ck individu	al states)		•••••								🗖 A	ll States
AL 🗆 A	AK □	AZ 🗆	AR □	CA 🗆	co [□ C1		DE 🗆	DC		FL	□ GA	. 🗆	ні 🗆	ID 🗷
IL 🗆	IN 🗆	IA 🗆	ks □	KY 🗆	LA [⊐ ме		MD □	MA		МІ			MS □	мо 🗅
MT 🗆 N	IE 🛮	NV 🗆	ин 🗖	NJ 🗆	NM [П		NC 🗆	ND		ОН	□ ок		OR 🗆	PA 🗆
RI□ S	ic 🗆	ŞD □	TN 🗆	тх 🗆	UT [VA 🛘	WA		w	□ w		wy 🗆	PR 🛚
		1	(Use blank	sheet, or co	py and	use addit	ional co	opies of th	s sheet	, as ne	ecessar	y.)			

			F. I	NFORI	MATIO	N ABOU	T OF	<u>FERLI</u>	NG				
17. Has the issuer s	sold, or doe			-					-	;?	Yes	□ 1	No ⊠■
		F	Answer also	in Appei	ndix, Coli	ımn 2, if f	ling ur	nder U	LOE.				
18. What is the mir	nimum inve	estment tha	it will be a	ccepted	from any	/ individu	al?			•••••	\$	N/A	
19. Does the offeri	ng permit j	oint owner	ship of a s	ingle un	it?						Yes	□ 1	No 🗷
20. Enter the information similar remuner an associated proor dealer. If no information for	ration for s erson or ag nore than f	olicitation ent of a bro live (5) per	of purchas oker or dearsons to be	ers in co aler regis	onnection stered wi	n with sal th the SE	es of s C and	securit /or v/i	ties in the	offerir or state	ng. If a pe es, list the	erson to be name of th	e listed is he broker
Full Name (Last name	me first, if	individual)	1										
Schriner, Doug													
Business or Resider	l l	•			State, Zip	Code)	•						
3025 S. Parker			a, CO 800	14									
Name of Associated	1	Dealer											
Harrison Doug		II C 1: :	. 1 7 .	1 + 6	11 14 D	•						·	
States in Which Per (Check "All Sta	1											П л	Il States
•	İ		-								~ · ·		_
AL AK 🗆	AZ 🗆	AR 🗀	CA 🗆	co 🗵			_ :	DC		. 🗖	GA □	но	ID 🗆
IL 🗆 IN 🗆	IA 🗆	ks □	KY 🗆	LA E	Э МЕ	☐ ME) <u> </u>	MA	□ м		ми 🗆	мѕ 🗆	мо 🗆
MT NE	NV 🗆	ин 🗆	ил 🗖	NM [J NY		. 🗆	ND	□ он		ок 🗆	OR 🗆	PA 🗆
RI 🗆 SC 🗆	SD 🗆	TN 🗅	тх 🗆	UT E	3 VT			WA	□ w		wı 🗆	wy 🗆	PR □
Full Name (Last name	me first, if	individual)	1			- "							
Business or Resider	nce Addres	s (Number	and Street	, City, S	State, Zip	Code)							
Name of Associated	Broker or	Dealer											
States in Which Per	son Listed	Has Solici	ted or Inter	nds to S	olicit Pur	chasers							
(Check "All Sta	ateș" or che	ck individ	ual states).									🗆 А	ll States
AL 🗆 AK 🖸	AZ 🗆	AR □	CA □	co E	□ ст			DC:	☐ FL		GA □	ні 🗆	a
IL 🗆 IN 🗆	IA 🗆	кѕ 🗆	KY 🗆	LA C] МЕ	□ мо		MA.	П м		MN 🗆	мѕ 🗆	мо 🗆
MT 🗆 NE 🗀	NV 🗖	ин □	NJ 🗆	им С] NY		: 	NE	□ он		ок 🗆	or □	PA 🗆
RI□ SC □	SD 🗆	TN 🗆	тх□	UT E	υτ C			WA.	□ w	, _□	wı 🗆	wy 🗆	PR □
Full Name (Last name	me first, if	individual)	ı									···	
Business or Residen	Addres	s (Number	and Street	, City, S	tate, Zip	Code)							
Name of Associated	Broker or	Dealer											
States in Which Per	son Listed	Has Solicit	ted or Inter	nds to S	olicit Pur	chasers				· · · ·			
(Check "All Sta	1						•••••	•••••		•••••		🗆 А	ll States
AL 🗆 AK 🗖	AZ 🗆	AR 🗆	CA 🗆	со Е	Э ст	☐ DE		DC	☐ FL		GA□	ні 🗆	
	IA 🗆	ks □	кү 🗆	LA E] МЕ	□ мо	□	МА	□ мі		MN 🗆	мѕ □	мо 🗆
MT D NE D	Ņ∨ □	NH 🗆	иј 🗆	NM E	J NY		: 🗆	ND	□ он		ок 🗆	OR 🗆	РА □
RI 🗆 SC 🗀	¦ \$D □	TN 🗀	тх 🗆	UT E				WA			wı 🗆	wy 🗆	PR 🗆
	1		sheet, or co	py and u				s sheet,	, as necessa	ary.)			

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities for exchange and already exchanged.				
	Type of Security		Aggregate Offering Price	A	mount Already Sold
	Debt (Non-Convertible Promissory Notes)	\$	0.00	\$	0.00
	Equity		25,000,000.00	\$	2,255,652.30
	☑ Common ☐ Preferred	Ą	23,000,000.00	Ψ	2,200,002:00
	Convertible Securities (including warrants)	\$		\$	
	Partnership Interests	\$	0.00	\$	0.00
	Other (Specify)	. \$	0.00	\$	0.00
	Total	\$	25,000,000.00	\$	2,255,652.30
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."		Number Investors		Aggregate Pollar Amount of Purchases
	Accredited Investors		39	\$	2,255,652.30
	Non-accredited Investors		0	\$	0
	Total (for filings under Rule 504 only)		0	\$	0
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering		Type of Security	Γ	Oollar Amount Sold
	Rule 505		N/A	\$	N/A
	Regulation A		N/A	\$	N/A
	Rule 504		N/A	\$	
	Total		N/A	\$	N/A
١.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees.			\$	
	Printing and Engraving Costs			\$	
	Legal Fees	••••	<u>×</u>	\$	200,000.00
	Accounting Fees		🗆	\$	
	Engineering Fees			\$	
	Sales Commissions (specify finders' fees separately)			\$	2,500,000.00
	Other Expenses (identify)		_	\$	
	Total		_	\$	2,700,000.00
	1			-	

OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

G.

	G. O	FERING I RICE, NUME	EROF INVESTORS, I	57KE E51	1050	AND USE OF I	NOCE	טענו	
	Part C - Question	ference between the aggregation 1 and total expenses furnice is the "adjusted gross pro	shed in response to Part	C – Q	uestio	n		\$	22,300,000.00
5.	proposed to be us is not known, furt total of the payme	ne amount of the adjusted ed for each of the purposes hish an estimate and check the ents listed must equal the act to Part C – Question 4.b abo	shown. If the amount for the box to the left of the djusted gross proceeds to	r any p estimat	р <mark>игр</mark> оз te. Th	e e			
		The second secon				Payments to Officers, Directors & Affiliates			Payments to Others
	Salaries and fees			🗆	\$		_ 🗆	\$	
	Purchase of real	state		🗆	\$	0.00	_ 🗷	\$	22,300,000.00
	Purchase, rental or	r leasing and installment of	machinery and equipmen	t 🗆	\$		_ 🗆	\$	
	Construction or le	asing of plant buildings and	facilities	🗆	\$			\$	
	involved in this of	ther businesses (including ffering that may be used in our er issuer pursuant to a merg	exchange for the assets of	r	\$		_	\$	
	1	ebtedness	•		\$	- 110.	_	s	
					\$			\$	· · ·
	Other (specify):	1			\$	•	 - 0	\$	
	Other (specify).		·	- "	Ψ.			Ψ	
				- -	•		_	•	
	i				\$	0.00	 _	\$	22,300,000.00
		sted (column totals added)			Ψ.		_	•	
•		sted (column totals added)	H. FEDERAL SIG		RE	₩ \$	22,3	00,00	0.00
he vri	following signatur	used this notice to be signed e constitutes an undertaking staff, the information furni	I by the undersigned duly g by the issuer to furnisl	author	rized j e U.S.	Securities and E	Exchang	ge Co	mmission, upon
SSI	uer (Print or Type)		Signature			Da	ate		······································
	Berkeley Capital 7	Trust, Inc.	12001	(4 -		Ju	ne/ 5 ,	2008	
Vai	me of Signer (Print	or Type)	Title of Signer (Print or	Topal		•			
	Dennis D. Ryan		President						
		r - 							
	· ···-					·			
	Intentional miss	statements or omission	ATTENTION s of fact constitute fe		crimiı	nal violations.	(See 1	8 U.S	S.C. 1001.)

	•		I. STATE SIGNATURE			
1.		1	sently subject to any of the disqualif		Yes □	No 🗷
	i	See	Appendix, Column 5, for state response	.		
2.		issuer hereby undertakes to 1 239.500) at such times as rec	urnish to any state administrator of quired by state law.	any state in which this i	notice is filed	a notice on
3.	The undersigned issuer to offerees	, -	to the state administrators, upon wr	itten request, information	on furnished l	by the
4.	Limited Offering	Exemption (ULOE) of the st	ner is familiar with the conditions the ate in which this notice is filed and f establishing that these conditions l	understands that the iss		
	e issuer has read th lersigned duly auth	1	contents to be true and has duly ca	used this notice to be si	gned on its b	ehalf by the
Issi	uer (Print or Type)		Signature	Date		
	Berkeley Capital	Trust, Inc.	()~ () (n -	June /		
Na	me of Signer (Prin	or Type)	Title of Signer (Print or Type)	-		
	Dennis D. Ryan		President			

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

•		<u>.</u>	· · · · · · · · · · · · · · · · · · ·	AI	PPENDIX	_ 				
1	T	2	3 4						5	
	Intend to sell to non- accredited investors in State		Type of security and aggregate offering price	Type of investor and				Disqualification under State ULOE (if yes, attach explanation of		
		B-Item	offered in State amount purchased in State						waiver granted)	
		1)	(Part C-Item 1)	(Part C-Item 2)				(Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL										
AK										
AZ										
AR										
CA		X	Common Stock	19	\$1,491,172.30	0			×	
CO		×	Common Stock	1	\$50,000.00	0			×	
CT		×	Common Stock	1	\$40,480.00	0			×	
DE DC			1				ļ			
FL		×	Common Stock	4	\$110,000.00	0			×	
GA			Common Stock	- 4	\$110,000.00		-	-		
HI	<u> </u>	×	Common Stock	6	\$209,000.00	0		<u> </u>	×	
ID		×	Common Stock	3	\$60,000.00	0			×	
IL					* 2					
IN				· · · · · ·						
IA		×	Common Stock	6	\$155,000.00	0			×	
KS										
KY										
LA										
ME									<u> </u>	
MD										
MA MI										
MN										
MS		; 0					·			
MO	1 -	 								
MT										
NE										
NV										
NH		 								
NJ		×	Common Stock	1	\$100,000.00	0			×	
NM	무		C S: 1		640.000.00					
NY NC		<u> </u>	Common Stock	1	\$40,000.00	0				
ND ND	片	 								
OH						<u> </u>				
OK	 								<u> </u>	
OR										
PA										
RI										
SC										
SD	므	00				<u> </u>				
TN										
UT TX							-			
VT	 	+ = -		,						
VA										
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				API	PENDIX				
1	2 3 4							5	
	acc inve	nd to sell non- redited stors in State t B-Item	Type of security and aggregate offering price offered in State (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
WA						<u> </u>			
WV				1					
WI		i o				<u> </u>			0
WY						<u> </u>			
PR									
Overseas									

